

Paul M. Basta
Brian S. Lennon
KIRKLAND & ELLIS LLP
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

- and -

Patrick J. Nash, Jr. (*pro hac vice* pending)
KIRKLAND & ELLIS LLP
300 North LaSalle
Chicago, Illinois 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200

Proposed Counsel to the Debtor and Debtor in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	Chapter 11
)	
FGIC CORPORATION, ¹)	
)	Case No. 10-14215 (___)
Debtor.)	
)	

**GLOBAL NOTES AND STATEMENT OF
LIMITATIONS, METHODOLOGY AND DISCLAIMER
REGARDING THE DEBTOR'S SCHEDULES OF ASSETS
AND LIABILITIES AND STATEMENT OF FINANCIAL AFFAIRS**

FGIC Corporation, the debtor and debtor in possession in the above-captioned chapter 11 case ("FGIC Corp." or "Debtor"), filed its Schedules of Assets and Liabilities (the "Schedules") and Statement of Financial Affairs (the "Statement," and together with the Schedules, the "Bankruptcy Schedules") in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"). The Debtor, with the assistance of its advisors, prepared the Bankruptcy Schedules in accordance with section 521 of title 11 of the United States Code (the "Bankruptcy Code") and Rule 1007 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").

¹ The last four digits of the Debtor's tax identification number are 6474. The location of the Debtor's corporate headquarters is 125 Park Avenue, New York, New York 10017.

John S. Dubel, as the Chief Executive Officer of FGIC Corp. and an authorized signatory for the Debtor, executed the Bankruptcy Schedules. In reviewing and signing the Bankruptcy Schedules, Mr. Dubel relied upon the efforts, statements and representations of various members of the Debtor's management team. Mr. Dubel has not (and could not have) personally verified the accuracy of each such statement and representation, including statements and representations concerning amounts owed to creditors.

The Global Notes and Statement of Limitations, Methodology and Disclaimer Regarding the Debtor's Schedules of Assets and Liabilities and Statement of Financial Affairs (the "Global Notes") pertain to, and comprise an integral part of, the Bankruptcy Schedules and are incorporated by reference therein. These Global Notes should be referred to and reviewed in connection with any review of the Bankruptcy Schedules.

The Bankruptcy Schedules do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles in the United States ("GAAP"), nor are they intended to be fully reconciled with the Debtor's financial statements. Additionally, the Bankruptcy Schedules contain unaudited information that is subject to further review and modification, and reflect the Debtor's commercially reasonable efforts to report the Debtor's assets and liabilities on an unconsolidated basis.

In preparing the Bankruptcy Schedules, the Debtor relied upon financial data derived from its books and records as available at the time of such preparation. Although the Debtor made reasonable efforts to ensure the accuracy and completeness of such financial information, inadvertent errors or omissions, as well as the discovery of conflicting, revised or subsequent information, may cause a material change to the Bankruptcy Schedules. Accordingly, the Debtor reserves all rights to amend, supplement or otherwise modify the Bankruptcy Schedules at any time as necessary and appropriate. Notwithstanding any such disclosure, the Debtor shall not be required to update the Bankruptcy Schedules.

Global Notes and Overview of Methodology

Reservation of Rights. Nothing contained in the Bankruptcy Schedules shall constitute a waiver of the Debtor's rights or an admission with respect to its chapter 11 case, including any issues involving equitable subordination, defenses and/or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code and any other relevant non-bankruptcy laws.

Description of Case. On August 3, 2010, (the "Petition Date"), the Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtor is operating its business and managing its property as a debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

Recharacterization. Notwithstanding the Debtor's best efforts to properly characterize, classify, categorize or designate certain claims, assets, executory contracts, unexpired leases and other items reported in the Bankruptcy Schedules, the Debtor may have improperly characterized, classified, categorized, designated or omitted certain items. Accordingly, the Debtor reserves all rights to recharacterize, reclassify, recategorize, redesignate, add or delete items reported in the Bankruptcy Schedules at a later time as is necessary and appropriate, and as

additional information becomes available, including whether contracts listed herein were deemed executory as of the Petition Date and remain executory postpetition.

Insiders. The Debtor has not scheduled any payments to an “insider” as that term is defined in section 101(31) of the Bankruptcy Code. Nevertheless, in the interests of full disclosure, the Debtor has scheduled the payments made to its wholly-owned subsidiary, Financial Guaranty Insurance Company in the year prior to the Petition Date.

Intercompany Claims. Payables owed to, the Debtor’s affiliates (“Intercompany Claims”) are reported on Schedule F. The listing of Intercompany Claims or the failure to list such Intercompany Claims is not and shall not be construed as an admission of the characterization of such balances as debt, equity or otherwise.

Intellectual Property Rights. Exclusion of certain intellectual property shall not be construed to be an admission that such intellectual property rights have been abandoned, have been terminated, expired by their terms, have been assigned or otherwise transferred pursuant to a sale, acquisition or other transaction. Conversely, inclusion of certain intellectual property shall not be construed to be an admission that such intellectual property rights have not been abandoned, terminated, expired by their terms, been assigned or otherwise transferred pursuant to a sale, acquisition or other transaction. Accordingly, the Debtor reserves all of its rights with respect to the legal status of any and all such intellectual property rights.

Classifications. Listing a claim on Schedule F as “unsecured” or listing a contract or lease on Schedule G as “executory” or “unexpired” does not constitute an admission by the Debtor of the legal rights of the claimant or a waiver of the Debtor’s right to recharacterize or reclassify such claim, contract or lease.

Claims Description. Any failure to designate a claim on the Bankruptcy Schedules as “disputed,” “contingent” or “unliquidated” does not constitute an admission by the Debtor that such amount is not “disputed,” “contingent” or “unliquidated.” The Debtor reserves all rights to dispute any claim reflected on the Bankruptcy Schedules on any grounds, including liability and classification, or to otherwise subsequently designate such claims as “disputed,” “contingent” or “unliquidated.”

Causes of Action. Despite reasonable efforts, the Debtor may not have identified and/or set forth all of its causes of action (filed or potential) against third parties as assets in the Bankruptcy Schedules. The Debtor reserves all rights with respect to any causes of action and nothing in the Global Notes or the Bankruptcy Schedules shall be deemed a waiver of any such causes of action.

Summary of Significant Reporting Policies. The following is a summary of significant reporting policies:

- (a) **Currency.** Unless otherwise indicated, all amounts are reflected in U.S. dollars.
- (b) **Undetermined Amounts.** The description of an amount as “unknown,” “TBD” or “undetermined” is not intended to reflect upon the materiality of such amount.

- (c) Totals. All totals that are included in the Bankruptcy Schedules represent totals of all known amounts. To the extent there are unknown or undetermined amounts, the actual total may be different than the listed total.
- (d) Excluded Assets and Liabilities. The Debtor has excluded goodwill and accrued liabilities including tax accruals and accrued accounts payable from the assets and liabilities set forth in the Bankruptcy Schedules. Other immaterial assets and liabilities may also have been excluded.

Specific Disclosures with Respect to the Debtor's Schedules²

Schedule B. As set forth in Schedule B(13), the Debtor holds interests in FGIC and FGIC (Australia), non-debtor affiliates. For purposes of Schedule B(13), the value of these interests is set forth as “undetermined” and is not intended, and should not be considered, an admission as to the value of such interests.

Schedule F. Schedule F reflects the prepetition amounts owing, if any, to counterparties to executory contracts. Such prepetition amounts, however, may be paid in connection with the assumption or assumption and assignment of an executory contract. Schedule F does not include rejection damages claims, if any, of the counterparties to executory contracts that may be rejected.

The claims of individual creditors are listed on the Debtor's books and records and may not reflect credits or allowances due from such creditor. The Debtor reserves all of its rights respecting such credits and allowances. The dollar amounts listed may be exclusive of contingent and unliquidated amounts.

Schedule G. While every effort has been made to ensure the accuracy of Schedule G, inadvertent errors or omissions may have occurred. Listing a contract or agreement on Schedule G does not constitute an admission that such contract or agreement is an executory contract or unexpired lease or that such contract or agreement was in effect on the Petition Date or is valid or enforceable. The Debtor hereby reserves all of its rights to dispute the validity, status or enforceability of any contracts, agreements or leases set forth in Schedule G and to amend or supplement such Schedule as necessary. Additionally, the Debtor reserves all rights to dispute or challenge the characterization of the structure of any transaction or any document or instrument related to a creditor's claim

Certain of the leases and contracts listed on Schedule G may contain certain renewal options, guarantees of payment, indemnification provisions, options to purchase, rights of first refusal and other miscellaneous rights. Such rights, powers, duties and obligations are not set forth separately on Schedule G. In addition, the Debtor may have entered into various other types of agreements in the ordinary course of its business, such as easements, right of way, subordination, nondisturbance agreements, supplemental agreements and letter agreements. Such documents may not be set forth in Schedule G.

² In the event that the Bankruptcy Schedules differ from the foregoing Global Notes, the Global Notes shall control.

Further, the Debtor may be party to certain agreements that have expired by their terms, but under which all parties to the agreement continue to operate. Out of an abundance of caution, the Debtor may have listed such agreements on Schedule G. The Debtor's inclusion of such a contract or agreement on Schedule G is not an admission that such contract or agreement is an executory contract or unexpired lease.

Omission of a contract or agreement from Schedule G does not constitute an admission that such omitted contract or agreement is not an executory contract or unexpired lease. The Debtor's rights under the Bankruptcy Code with respect to any such omitted contracts or agreements are not impaired by the omission. The listing of any contract on Schedule G does not constitute an admission by the Debtor as to the validity of any such contract. The Debtor reserves the right to dispute the effectiveness of any such contract listed on Schedule G or to amend Schedule G at any time to remove any contract.

Schedule H. Only FGIC, as a co-signer under that certain Revolving Credit Agreement, dated as of December 12, 2005 (as amended, the "Revolving Credit Agreement"), by and among FGIC Corp., FGIC, the lender parties thereto and JPMorgan Chase Bank, N.A. as administrative agent (the "Administrative Agent"), is listed on Schedule H. Although there are multiple parties that hold a portion of the debt under the Revolving Credit Agreement, only the Administrative Agent has been listed for purposes of Schedule H.

United States Bankruptcy Court
Southern District of New York

In re **FGIC Corporation**

Debtor(s)

Case No. **10-14215**Chapter **11**

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	\$0.00		
B - Personal Property	Yes	4	\$11,539,833.77		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	1		\$0.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	1		\$0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	1		\$391,555,568.00	
G - Executory Contracts and Unexpired Leases	Yes	4			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			\$N/A
J - Current Expenditures of Individual Debtor(s)	No	0			\$N/A
TOTAL		13	\$11,539,833.77	\$391,555,568.00	

In re **FGIC Corporation**

Case No. **10-14215**

Debtor

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
--------------------------------------	---	------------------------------------	--	-------------------------

None

In re **FGIC Corporation**Case No. **10-14215**

Debtor

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Custody account (money market election) with State Street Bank and Trust Company	-	11,431,650.73
		Money market account with Wells Fargo Advantage Funds	-	108,183.04
		Tax escrow account with Wells Fargo Advantage Funds	-	0.00
		Money market account with JPMorgan Asset Management	-	0.00
		Tax escrow account with JPMorgan Asset Management	-	0.00
		Operating account with JPMorgan Chase Bank, N.A.	-	0.00
		Money market account with The Reserve	-	0.00
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
Sub-Total >				11,539,833.77
(Total of this page)				

3 continuation sheets attached to the Schedule of Personal Property

In re **FGIC Corporation**Case No. **10-14215**

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.		100% of common stock of Financial Guaranty Insurance Company	-	Undetermined
		100% of the ownership interests in FGIC (Australia) Pty Limited	-	Undetermined
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.		FGIC Corp. 6% Senior Unsecured Notes with an aggregate face value of \$63,105,000	-	Undetermined
16. Accounts receivable.	X			
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			

Sub-Total > **0.00**
(Total of this page)

Sheet **1** of **3** continuation sheets attached
to the Schedule of Personal Property

In re **FGIC Corporation**Case No. **10-14215**

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			
22. Patents, copyrights, and other intellectual property. Give particulars.		Registered trademark number 78-340041: STRENGTH IS OUR BOND (block letters)	-	Undetermined
		Registered trademark 74-736473: FGIC CMS (and design)	-	Undetermined
		Registered and renewed trademark number 74-490153: FGIC	-	Undetermined
		Registered and renewed trademark number 74-307742: FGIC	-	Undetermined
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.	X			

Sub-Total > **0.00**
(Total of this page)

Sheet 2 of 3 continuation sheets attached
to the Schedule of Personal Property

In re **FGIC Corporation**

Case No. **10-14215**

Debtor

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

In re **FGIC Corporation**Case No. **10-14215**

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H W J C	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.								
			Value \$					
Account No.								
			Value \$					
Account No.								
			Value \$					
Account No.								
			Value \$					
Subtotal (Total of this page)								
Total (Report on Summary of Schedules)							0.00	0.00

0 continuation sheets attached

In re **FGIC Corporation**Case No. **10-14215**

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☒ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

☐ **Domestic support obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,775* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,600* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☐ **Taxes and certain other debts owed to governmental units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to maintain the capital of an insured depository institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

☐ **Claims for death or personal injury while debtor was intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re **FGIC Corporation**Case No. **10-14215**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R H U S B A N D W I F E J O I N T C O M M U N I T Y	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. Dubel & Associates, LLC Attn.: John S. Dubel P.O. Box 524 Brookside, NJ 07926		-				10,500.00
Account No. Financial Guaranty Ins. Co. 125 Park Avenue New York, NY 10017		-				30,000.00
Account No. JP Morgan Chase Bank, N.A. Administrative Agent Attn.: Elizabeth A. Kelley 277 Park Avenue, 8th Floor New York, NY 10017	X	-				46,000,000.00
Account No. Wilmington Trust FSB Successor Indenture Trustee Attn.: Adam Berman 166 Mercer Street, Suite 2-R New York, NY 10012		-				345,515,068.00
Subtotal (Total of this page)						391,555,568.00
Total (Report on Summary of Schedules)						391,555,568.00

0 continuation sheets attached

In re **FGIC Corporation**Case No. **10-14215**

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
A. Edward Turi, III FGIC Corporation 125 Park Avenue New York, NY 10017	Indemnification agreement
Blackstone Mgmt. Part. IV, LLC Attn.: Robert L. Friedman 345 Park Avenue, 31st Floor New York, NY 10154	Monitoring fee agreement
Bonita Z. Dorland The PMI Group, Inc. 755 Park Avenue New York, NY 10021	Indemnification agreement
Carolanne Gardner FGIC Corporation 125 Park Avenue New York, NY 10017	Indemnification agreement
CIVC Partners, L.P. Attn.: Daniel G. Helle 191 North Wacker Dr., Ste 1100 Chicago, IL 60606	Monitoring fee agreement
Cypress Advisors, Inc. 437 Madison Avenue, 33rd Floor Attn.: Jeffrey P. Hughes New York, NY 10022	Monitoring fee agreement
Daniel G. Helle CIVC Partners, LP 191 N. Wacker Dr., Ste 1100 Chicago, IL 60606	Indemnification agreement
Dario Nolasco The PMI Group, Inc. 341 Manley Heights Rd. Orange, CT 06477	Indemnification agreement
Donald P. Lofe, Jr. The PMI Group, Inc. 3003 Oak Road Walnut Creek, CA 94597-2098	Indemnification agreement

In re **FGIC Corporation**

Case No. **10-14215**

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Dubel & Associates, LLC Attn.: John S. Dubel P.O. Box 524 Brookside, NJ 07926	Monitoring fee agreement
Eli Nagler The Blackstone Group 345 Park Avenue, 31st Floor New York, NY 10017	Indemnification agreement
Financial Guaranty Ins. Co. Attn.: John S. Dubel 125 Park Avenue New York, NY 10017	Space and cost sharing agreement
Financial Guaranty Ins. Co. Attn.: John S. Dubel 125 Park Avenue New York, NY 10017	Income tax allocation agreement
Financial Guaranty Ins. Co. 125 Park Avenue New York, NY 10017	Common Privilege Agreement
Jeffrey P. Hughes Cypress Advisors, Inc. 437 Madison Avenue, 33rd Floor New York, NY 10022	Indemnification agreement
Jill Greiss FGIC 125 Park Avenue New York, NY 10017	Indemnification agreement
John F. Donohoe FGIC Corporation 125 Park Avenue New York, NY 10017	Indemnification agreement
John S. Dubel FGIC Corporation 125 Park Avenue New York, NY 10017	Indemnification agreement
Joseph Parzick Cypress Advisors, Inc. 437 Madison Avenue, 33rd Floor New York, NY 10022	Indemnification agreement
Kenneth L. Degen Financial Guaranty Ins. Co. 125 Park Avenue New York, NY 10017	Indemnification agreement

In re **FGIC Corporation**

Case No. **10-14215**

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
L. Stephen Smith The PMI Group, Inc. 3003 Oak Road Walnut Creek, CA 94597-2098	Indemnification agreement
Laura Kegg Financial Guaranty Ins. Co. 125 Park Avenue New York, NY 10017	Indemnification agreement
Nick Santoro FGIC Corporation 125 Park Avenue New York, NY 10017	Indemnification agreement
Patrick Mathis The PMI Group, Inc. 3003 Oak Road Walnut Creek, CA 94597-2098	Indemnification agreement
Robert B. Holland 2911 Turtle Creek Blvd. Ste. 925 Dallas, TX 75219	Indemnification agreement
Robert L. Friedman The Blackstone Group 345 Park Avenue, 31st Fl. New York, NY 10154	Indemnification agreement
Steven P. Natko FGIC Corporation 125 Park Avenue New York, NY 10017	Indemnification agreement
Thomas C. Wajnert Thomas C. Wajnert and Assocs. P.O. Box 37 Calistoga, CA 94515	Indemnification agreement
Thomas C. Wajnert 125 Park Avenue New York, NY 10017	Confidentiality Agreement
Tim Travers Financial Guaranty Ins. Co. 125 Park Avenue New York, NY 10017	Indemnification agreement

In re **FGIC Corporation**

Case No. **10-14215**

Debtor

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Financial Guaranty Ins. Co. 125 Park Avenue New York, NY 10017	JP Morgan Chase Bank, N.A. Administrative Agent Attn.: Elizabeth A. Kelley 277 Park Avenue, 8th Floor New York, NY 10017

**United States Bankruptcy Court
Southern District of New York**

In re **FGIC Corporation**

Debtor(s)

Case No. 10-14215

Chapter 11


DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, John S. Dubel, the Chief Executive Officer of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules and that they are true and correct to the best of my knowledge, information and belief.

Date **August 3, 2010**

Signature


John S. Dubel
Chief Executive Officer

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.